

P 9600052065

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TALLAHASSEE, FL 32309  
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PRESTIGE  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 991547 4329479

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : June 18, 1996

ORDER TIME : 12:45 PM

ORDER NO. : 991547

CUSTOMER NO: 4329479

000001865700

CUSTOMER: Robin K. Graham, Legal Asst  
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

DOMESTIC FILING

NAME: PRINCE RESORT DEVELOPMENT,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
JUN 19 1996  
TALLAHASSEE, FLORIDA

PROCEIVED  
JUN 19 1996  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PRINCE RESORT DEVELOPMENT, INC.**

FILED  
JUN 12 1968  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DALLAS  
STATE OF TEXAS  
05 JUN 19 11 04 AM

**ARTICLE I**

**Name and Duration**

The name of the corporation is PRINCE RESORT DEVELOPMENT, INC. ("Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The principal office address of the Corporation is 5770 W. Irlo Bronson Memorial Highway, Suite 129, Kissimmee, Florida 34646-4723. The mailing address of the Corporation is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432. The name of the registered agent at such address is A.G.C. Co.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is seventy-five thousand (75,000) shares of Common Stock ("Common Stock") at \$0.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the Incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Rosemary O'Shea	200 South Orange Avenue Suite 2300 Orlando, Florida 32801-3432

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws, provided, however, there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the initial sole director of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Charles D. Hundley	5770 W. Irlo Bronson Memorial Highway, Suite 129 Kissimmee, Florida 34646-4723

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation,

in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### **ARTICLE IX**

##### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### **ARTICLE X**

##### **Indemnification**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### **ARTICLE XI**

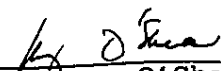
##### **Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 17 day of June, 1996.

**INCORPORATOR**

  
\_\_\_\_\_  
Rosemary O'Shea

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 17<sup>th</sup>  
day of June, 1996, by Rosemary O'Shea, as the Incorporator of  
PRINCE RESORT DEVELOPMENT, INC. She is personally known to me or  
has produced N.A. as identification and  
did (did not) take an oath.

(NOTARY SEAL)

Robin K. Graham  
(Notary Signature)

Robin K. Graham  
(Notary Name Printed)

NOTARY PUBLIC  
Commission No. CC279668



**REGISTERED AGENT CERTIFICATE**

FILED  
JUN 17 1996  
CLERK OF COURT  
JULY 10 1996

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:


That PRINCE RESORT DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with Section 607.0501, Florida Statutes.

**REGISTERED AGENT**

A.G.C. Co.

By:   
G. Thomas Ball  
Vice President

DATED: June 17, 1996